

EXHIBIT CC

To: 'Robert Ladd'[rladd@mgtci.com]; Jay KaplowitzOKaplowitz@srff.com]
Cc: Joe LaxagueOoe@laxaguelaw.com]; Harvey Kesner[hkesner@SRFF.COM]
From: Joan Wu
Sent: 2016-05-08T23:05:31-04:00
Importance: Normal
Subject RE: D-Vasive
Received: 2016-05-08T23:05:33-04:00
[D-Vasive APA Execution Version.docx](#)
[8-K D-Vasive item 1.01 v4.docx](#)

Thanks. Attached are the clean 8K and APA with conformed signatures for you to get to the printer.
Will send you other clean docs for you to send to the printer shortly.

Joan Wu, Esq.
Sichenzia Ross Friedman Ference LLP
[61 Broadway | 32nd Floor | New York, NY 10006](#)
[T 212 930 9700 IF 212 930 9725](#)
[JWu@srff.comwww.srff.com](#)

From: Robert Ladd [mailto:rladd@mgtci.com]
Sent: Sunday, May 08, 2016 11:00 PM
To: Joan Wu; Jay Kaplowitz
Cc: Joe Laxague; Harvey Kesner
Subject: RE: D-Vasive

Will do...I will take care of SEC Compliance with the PR and any edits to the 8-K and Exhibits, if you would like to go to bed.

Thanks,
Rob



(NYSE MKT: MGT)

Robert B. Ladd CFA
President and CEO
500 Mamaroneck Avenue - Suite 320
Harrison, NY 10528
www.mgtci.com

{914} 630-7430 office
{914} 643-6855 cell

AIM: laddcap
Skype: laddcapvalue

From: Joan Wu [mailto:joanwu@srff.com]
Sent: Sunday, May 8, 2016 10:56 PM
To: Robert Ladd <rladd@mgtci.com>; Jay Kaplowitz <jkaplowitz@srff.com>
Cc: Joe Laxague <joe@laxaguelaw.com>; Harvey Kesner <hkesner@SRFF.COM>
Subject: RE: D-Vasive

received. WHI send the 8-K, APA, Future Consulting and Form of McAfee Employment to the printer now. Please send over the final release.

**PLAINTIFF'S
EXHIBIT**
Ladd 74

Joan Wu, Esq.
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JWu@srff.com www.srff.com

From: Robert Ladd [<mailto:rladd@mgctci.com>]
Sent: Sunday, May 08, 2016 10:54 PM
To: Joan Wu; Jay Kaplowitz
Cc: Joe Laxague; Harvey Kesner
Subject: RE: D-Vasive

I just sent my 4 signatures:

APA
3 consultants (Clare, Franco and Future Tense)

Please let me know if you need anything else while I have laptop access.

Otherwise I will be in car for next 90 minutes or so.

Thanks,
Rob



(NYSE MKT: MGT)

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AIM: laddcap
Skype: laddcapvalue

From: Joan Wu [<mailto:jwu@srff.com>]
Sent: Sunday, May 8, 2016 10:50 PM
To: Jay Kaplowitz <jkaplowitz@srff.com>
Cc: Joe Laxague <joe@laxaguelaw.com>; Robert Ladd <rladd@mgctci.com>; Harvey Kesner <hkesner@SRFF.COM>
Subject: RE: D-Vasive

No. I am expecting the scanned signature pages to the word doc.

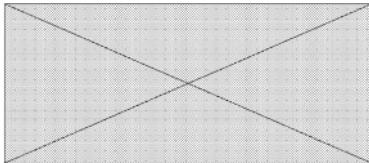
Joan Wu, Esq.
Sichenzia Ross Friedman Ference LLP
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JWu@srff.comwww.srff.com

From: Jay Kaplowitz
Sent: Sunday, May 08, 2016 10:49 PM
To: Joan Wu
Cc: Joe Laxague; Robert Ladd; Harvey Kesner
Subject: Re: D-Vasive

So do we need a PDF or not?

Jay M. Kaplowitz, Esq.
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Jkaplowitz@srff.com www.srff.com



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On May 8, 2016, at 10:46 PM, Joan Wu jiwu@srff.com wrote:

It's OK. Please send over your client's sig pages asap. thx

Joan Wu, Esq.
Sichenzia Ross Friedman Ference LLP
61 Broadway | 2nd Floor | New York, NY 10006
T 212 930 9700 | F 212 930 9725
JWu@srff.comwww.srff.com

From: Joe Laxague [<mailto:joe@laxaguelaw.com>]
Sent: Sunday, May 08, 2016 10:46 PM
To: Joan Wu; Jay Kaplowitz; Robert Ladd
Cc: Harvey Kesner
Subject: RE: D-Vasive

I can .pdf from the office but am not there. Headed down there

Sent from my Windows 10 phone

From: Joan Wu

Sent: Sunday, May 8, 2016 7:39 PM

To: Jay Kaplowitz; Robert Ladd

Cc: Joe Laxague; Harvey Kesner

Subject: RE: D-Vasive

I cannot do PDF signature pages here. Please send over sig pages of the APA, Future Consulting and the two programmers' consulting agmt.

Joan Wu, Esq.

Sichenzia Ross Friedman Ference LLP

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T 212 930 9700 | F 212 930 9725

JWu@srff.com www.srff.com

From: Jay Kaplowitz

Sent: Sunday, May 08, 2016 10:35 PM

To: Robert Ladd

Cc: Joe Laxague; Joan Wu; Harvey Kesner

Subject: Re: D-Vasive

We're done. Joan sent final. We will send you signature pages now.

Jay M. Kaplowitz, Esq.

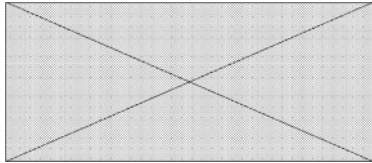
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Jlkaplowitz@srff.com www.srff.com



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On May 8, 2016, at 10:34 PM, Robert Ladd <rladd@mgctci.com> wrote:

This is amusing to a point. But please let's not over-engineer

Thanks,
Rob

NYSE^{MKT, MGT})
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500 Mamaroneck Avenue - Suite 204
Harrison, NY 10528

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(914) 643-6855 cell

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Skype: laddcapvalue

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On May 8, 2016, at 10:28 **PM**, Joe Laxague <joe@laxaguelaw.com> wrote:

I think cause was just earned but unpaid. No severance. That
and everything thing else is the same in consulting and the
employment agreement

Sent from my Windows 10 phone

From: Joan Wu
Sent: Sunday, May 8, 2016 7:25 PM
To: 'Robert Ladd'
Cc: Joe Laxague; Jay Kaplowitz; Harvey Kesner
Subject: RE: D-Vasive

So no compensation in the event of termination for cause?
How about termination due to disability/death?

Joan Wu, Esq.
Sichenzia Ross Friedman Ference LLP
61 Broadway | 32nd Floor | New York, NY 10006
T 212.930.9700 IF 212.930.9725
JWu@srff.comwww.srff.com

From: Robert Ladd [<mailto:rladd@mgtci.com>]
Sent: Sunday, May 08, 2016 10:14 PM
To: Joan Wu
Cc: Joe Laxague; Jay Kaplowitz; Harvey Kesner
Subject: Re: D-Vasive

Yes. Without cause. The mcafee benefit goes to future tense.

Thanks,
Rob

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President and CEO
500 Mamaroneck Avenue - Suite 204
Harrison, NY 10528

(914) 630-7430 office
(914) 643-6855 cell

AIM: laddcap
Skype: laddcapvalue

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On May 8, 2016, at 10:12 PM, Joan Wu <jwu1@srff.com>
wrote:

The termination provision you had are all related to the McAfee employment agreement, i.e if McAfee is terminated Future Tense will receive double compensation. Is that the deal?

Joan Wu, Esq.
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JWu@srff.com www.srff.com

From: Joe Laxague
[\[mailto:joe@laxaquelaw.com\]](mailto:joe@laxaquelaw.com)

Sent: Sunday, May 08, 2016 9:21PM
To: Jay Kaplowitz; Joan Wu; Harvey Kesner
Cc: Robert Ladd (rladd@mgtci.com)
Subject: RE: D-Vasive

I just said APA changes are fine. Please send in final. President of D Vasive is signing.

On the consulting agreement, the 120 day provision is fine, but you guys deleted all of the

other termination provisions, which sort of
leaves a big hole

Sent from my Windows 10 phone

From: [Jay Kapiowitz](#)

Sent: Sunday, May 8, 2016 6:15 PM

To: [Joe Laxague](#); [Joan Wu](#); [Harvey Kesner](#)

Cc: [Robert Ladd \(rladd@mqtc.com\)](#)

Subject: RE: D-Vasive

WHERE ARE WE ON THE NAME? WHO IS
SIGNING THE APA ON YOUR END;, WHAT ELSE IS
YOUR SIDE WAITING ON?

From: Joe Laxague

[\[mailto:joe@laxaguelaw.com\]](mailto:joe@laxaguelaw.com)

Sent: Sunday, May 08, 2016 8:58 PM

To: Joan Wu; Jay Kaplowitz; Harvey Kesner

Subject: RE: D-Vasive

Changes to the APA are fine.

On the consulting agreement, why did you
remove all the termination provisions?

Sent from my Windows 10 phone

From: [Joan Wu](#)

Sent: Sunday, May 8, 2016 5:45 PM

To: [Jay Kaplowitz](#); [Joe Laxague](#); [Harvey Kesner](#)

Subject: RE: D-Vasive

Joe,

Attached is the revised Future Tense Consulting
agreement reflecting such termination right.
Please revert your comments to the APA and
this agreement asap. Thanks.

Joan Wu, Esq.

Sichenzia Ross Friedman Ference LLP

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T [212.930.9700](#) | F [212.930.9725](#)

JWu@srff.com www.srff.com

From: Jay Kaplowitz

Sent: Sunday, May 08, 2016 7:22 PM

To: 'Joe Laxague'; Harvey Kesner

Cc: Joan Wu
Subject: RE: D-Vasive

The terms of this deal are still changing, It seems McAfee will not go forward without the Consulting Agreement payments commencing immediately. Since as Harvey points out, there is no assurance that the deal will close and since we can't have a two year Consulting Agreement with nothing for the Consultant to do, Joe will you please insert a provision that provides if the APA has not closed in 120 days, the Company may terminate it without penalty.

Further, and this is my fault, I didn't focus on the recent understanding that the name of the Company will now use "McAfee", it seems to me we need an affirmative agreement on JM's part that we can use the name and a rep that he has the right to allow the use. Obviously, we all know that some derivation thereof is already in use.

Rob is out of pocket on the way to Brooklyn to meet with a man named Grady who now somehow seems part of the deal. I am not sure when he will be back but : can try him on his cell if we need him.

From: Joe Laxague
[\[mailto:joe@laxaguelaw.com\]](mailto:joe@laxaguelaw.com)

Sent: Sunday, May 08, 2016 3:43 PM
To: Jay Kaplowitz; Harvey Kesner
Cc: Joan Wu
Subject: RE: D-Vasive

Here's the APA in final Word and .pdf. I added D-Vasive notice address and completed the share allocation table.

I'm told the clients are talking on the other issues. The programmers do need some funds to keep working on the product.

However that works out, what is the best estimate on time to get NYSE MKT approval and close?

From: Jay Kaplowitz
[\[mailto:jKaplowitz@srff.com\]](mailto:jKaplowitz@srff.com)

Sent: Sunday, May 08, 2016 12:25 PM

To: Harvey Kesner <hkesner@SRFF.COM>

Cc: Joe Laxague <joe@laxaguelaw.com>; Joan Wu <jwu@srff.com>

Subject: Re: D-Vasive

Yup

Jay M. Kaplowitz, Esq.

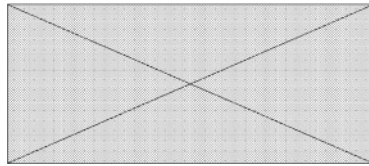
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Jkaplowitz@srff.com www.srff.com



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On May 8, 2016, at 3:14 PM, Harvey Kesner <hkesner@SRFF.COM> wrote:

I haven't heard anything about a release.

Harvey Kesner

Partner

Sichenzia Ross Friedman Ference

LLP

61 Broadway | 32nd Floor | New York, NY 10006

T 212 930 9700 ext. 766 | D 212 981 6766 | M 646 678 2543 | F 212 930 9725
hkesner@srff.com www.srff.com

Sent from my iPhone
On May 8, 2016, at 2:43 PM, Jay
Kaplowitz <jkaplowitz@srff.com>
wrote:

I think the answer is
no to both unless the
money to do so is
coming from the
bridge.

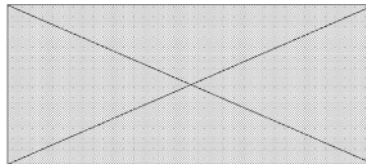
Jay M. Kaplowitz,
Esq.
Sichenzia Ross
Friedman Ference
LLP

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8771

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On May 8, 2016, at 2:26 PM, Joe Laxague
[<joe@laxaquelaw.co](mailto:joe@laxaquelaw.com)
[m>](mailto:joe@laxaquelaw.com) wrote:

Waiting
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From:

Joan

Wu

[mailto:

iwu@sr

ff.com]

Sent: Sunday, May 08, 2016 10:33 AM

To: Joe Laxague <ioe@laxaguelaw.com>

Cc: Jay Kaplowitz <jkaplowitz@srff.com>; 'Robert Ladd'

<rladd

@mgtci

..fQ.!!1>;

Harvey

Kesner

<[\[er@SRF\]\(mailto:er@SRF\)](mailto:hkesn</p></div><div data-bbox=)

F.COM>

Subject: RE: D-Vasive

Joe,

Attache

dis the

revised

APA in

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Please
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Then it
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executi
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version.

a
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consulti
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agreem
ent did
not go
through
please
resend.

**Joan
Wu,
Esq.**

Sichenz
ia Ross
Friedm
an
Ferenc
e LLP

61 Broadway 132nd Floor | New York, NY 10006
T 212 930 9700 | F 212 930 9725

JWu@s
rff.com
www.srf
f.com

From:

Joe
Laxagu
e

[mailto:
joe@lax
aguella
w.cornl

Sent: Sunday, May 08, 2016 11:56 AM

To: Joan Wu

Cc: Jay Kaplowitz; 'Robert Ladd'; Harvey Kesner

Subject: RE: D-Vasive

Joan-
your
additio
nal
change
s are
fine.
Attache
dis the
final
McAfee
employ
ment in
Word
and
.pdf.
It's out
for
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today.

Attache
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draft

consulti
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agreem
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which
deals
with
the
cash
compe
nsation.
It
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termina
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and
compe
nsation
upon
termina
tion
terms
of the
employ
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agreem
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the two
contrac
ts will
work as
a
system.

Let me
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one as
well.

Also
attache
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Clare
and

Franco
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agreed
ents.

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fine; no
substan
tive
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s; I just
added
their
salary
per
term
sheet
and a
title of
Senior
Programmer.

I'm
waiting
on
notice
addresses
for
them,
but
confirm
these
are fine
and I
will get
them
signed.

Finally
- have
not
heard
back on
our
red lines

to the
APA.
Extra
copy
attache
d.

**Joe
Laxagu
e1**
Attorney
**LAXAGU
E LAW,
INC.**
1East
Liberty,
Suite 600
| Reno,
NV
89501
Email-
[joe@laxa
quelaw.c
om](mailto:joe@laxaquelaw.com)
Office:
(775) 234-
5221
Mobile:
(702) 525-
6012
Fax:
(775) 996-
3283

From:

Joan
Wu
[\[mailto:
iwu@sr
ff.com\]](mailto:iwu@srff.com)

Sent: Saturday, May 07, 2016 9:06 PM

To: Joe Laxague [<joe@laxaquelaw.com>](mailto:joe@laxaquelaw.com)

Cc: Jay Kaplowitz [<jKaplowitz@srff.com>](mailto:jkaplowitz@srff.com); 'Robert Ladd'
[<rladd](mailto:rladd)

@mgctci
£Qil>;
Harvey
Kesner
<hkesn
er@SRF
F.COM>

Subject: RE: D-Vasive

Joe,

Attache
dare
ourfew
change
sin
track.
Also
attache
dis the
executi
on
version
assumi
ngyou
areOK
with
our
change
s.
Please
put in
your
client's
contact
info
before
executi
on.

**Joan
Wu,
Esq.**
Sichenz
ia Ross
Friedm
an
Ferenc
e LLP

61 Broadway | 32nd Floor | New York, NY 10006
T 212 930 9700 IF 212 930 9725

JWu@s
rff.com
www.srf
f.com

From:

Joe
Laxagu
e

[mailto:
joe@lax
aguella
w.com]

Sent: Saturday, May 07, 2016 6:50 PM

To: Joan Wu

Subject: RE: D-Vasive

See
attache
d.
Workin
g on
consulti
ng
agreem
ent
with
Future
Tense
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covers
the
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compe
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Are we
trying
to
execute
these
this
weeken
d along

with
the
main
APA?

From:

Joan

Wu

[mailto:
[iwu@sr
ff.com](mailto:iwu@srff.com)]

Sent: Saturday, May 07, 2016 7:54 AM

To: Joe Laxague <joe@laxaguelaw.com>

Cc: Jay Kaplowitz <jKaplowitz@srff.com>; Harvey Kesner

<[hkesn](mailto:hkesner@SREF.COM)

[er@SREF](mailto:hkesner@SREF.COM)

[E.COM](mailto:hkesner@SREF.COM)>

Subject: Re: D-Vasive

Joe,

When
do you
expect
to turn
around
your
commen
ts to
the JM
employ
ment
and the
form of
employ
ment
agreement
and the
draft
consulti
ng
agreement.
ent.

On May
6, 2016,
at 7:37

PM, Joe
Laxagu
e
<l,Qg_@_[
axaquel
aw.com
>
wrote:

Attache
dare
our
redlines
to the
APA

From:
Jay
Kaplowski
tz
[mailto:
jKaplowski
tz@srff
£Q...!!!)

Sent: Friday, May 06, 2016 2:55 PM
To: Harvey Kesner <hkesner@SRFF.COM>
Cc: Joe Laxague <ioe@laxaqueiaw.com>; Joan Wu

<iwu@s
rff.com
>

Subject: Re: D-Vasive

Thanks
for your
prompt
help. I
will be
back to
you.

**JayM.
Kaplowski,
Esq.**
Sichenz
ia Ross
Friedm
an

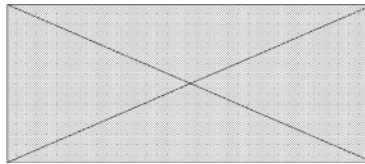
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On May
6, 2016,
at 5:50
PM,
Harvey
Kesner
[<hkesner@SRFF.COM>](mailto:hkesner@SRFF.COM)
wrote:

1 jay can address
2 at closing - Jay confirm.
3 at closing - Jay confirm
4jay
Sjay

Harvey Kesner

Partner

Sichenzia Ross Friedman Ference LLP

[61 Broadway](#) | [32nd Floor](#) | [New York, NY 10006](#)

T [212.930.9700 ext. 766](#) | D [212.981.6766](#) |

M [646.678.2543](#) | F [212.930.9725](#)

hksner@srff.com www.srff.com

Sent from my iPhone

On May 6, 2016, at 5:48 PM, Joe Laxague
<joe@laxaguelaw.com> wrote:

Company is checking over reps and warranties right now and we should have shortly.

Questions:

? I assume that the APA is only document being executed before Monday, and that the employment and consulting agreements, escrow, lock-up, etc. will be worked on prior to the close. Is that right?

? Is execution of the APA or the actual closing of the APA the condition that releases bridge note funds from escrow?

? Grady was under the impression that the cash portion of the purchase price would be released shortly; the agreement as written has all consideration released at closing (which is of course dependent on approval from the exchange). Can you guys clarify?

? Franco and Clore would like to become employees as soon as possible and continue their work on the product for company salary. Is there a way to make that happen before the closing?

? Grady was also under the impression that some modest amount of "liquid" stock would be made available at the close. I explained the one-year lock-up and the fact that their stock would be fully restricted for 6 months from issue regardless, but apparently someone (John, I think) indicated some small amount of unrestricted stock would be available to the sellers. Does that ring a bell? Stock grant under a registered MGT stock plan or something?

From: Harvey Kesner

[\[mailto:hkesner@SRFF.COM\]](mailto:hkesner@SRFF.COM)

Sent: Friday, May 06, 2016 1:49 PM

To: Joe Laxague <ioe@laxaguelaw.com>

Cc: Jay Kaplowitz <[iKaplowitz@srff.com](mailto:JKaplowitz@srff.com)>:

Joan Wu <iwu@srff.com>

Subject: RE: D-Vasive

Joe how things going?

Im getting some pressure to get your comments back.

From: Joe Laxague

[\[mailto:ioe@laxaguelaw.com\]](mailto:ioe@laxaguelaw.com)

Sent: Friday, May 06, 2016 1:50 PM

To: Harvey Kesner

Cc: Jay Kaplowitz; Joan Wu

Subject: RE: D-Vasive

Correct. I'm in constant contact with Grady Kittrell and will push to finish this weekend.

Can you guys send employment drafts for Franco and Clore. Also, confirmed that these will be full time agreements. D-Vasive is their full time job and they expect to continue working full time after the acquisition.

From: Harvey Kesner

[\[mailto:hkesner@SRFF.COM\]](mailto:hkesner@SRFF.COM)

Sent: Friday, May 06, 2016 10:47 AM

To: Joe Laxague <ioe@laxaguelaw.com>

Cc: Jay Kaplowitz <[iKaplowitz@srff.com](mailto:JKaplowitz@srff.com)>:

Joan Wu <iwu@srff.com>

Subject: D-Vasive

Joe, its our current understanding that we should get your APA and Employment Agreement comments as soon as possible (today/this weekend) including consulting agreement draft in order to allow for announcement pre open on Manday. Can you discuss with your client and make sure that you are getting the support and comments you need to get us? We will work all weekend to coordinate with you and meet this timeline.

Harvey

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported): **May 9, 2016**

MGT Capital Investments, Inc.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation)

001-32698
(Commission File Number)

13-4148725
(IRS Employer Identification
No.)

500 Mamaroneck Avenue, Suite 320, Harrison, NY 10528
(Address of principal executive offices, including zip code)

(914) 630-7430
(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Forward Looking Statements

The SEC encourages registrants to disclose forward-looking information so that investors can better understand the future prospects of a registrant and make informed investment decisions. This Current Report on Form 8-K and exhibits may contain these types of statements, which are "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995, and which involve risks, uncertainties and reflect the Registrant's judgment as of the date of this Current Report on Form 8-K. Forward-looking statements may relate to, among other things, operating results and are indicated by words or phrases such as "expects," "should," "will," and similar words or phrases. These statements are subject to inherent uncertainties and risks that could cause actual results to differ materially from those anticipated at the date of this Current Report on Form 8-K. Investors are cautioned not to rely unduly on forward-looking statements when evaluating the information presented within.

Item 1.01 Entry into a Material Definitive Agreement

On May 9, 2016, MGT Capital Investment Inc., a Delaware corporation (the "Company"), entered into an asset purchase agreement (the "APA") for the purchase of certain technology and assets of D-Vasive Inc., a Wyoming corporation ("D-Vasive"). The APA was entered into by and among the Company, D-Vasive, the shareholders of D-Vasive, and MGT Cybersecurity, Inc., a Delaware corporation wholly owned by the Company which is formed for the purpose of effectuating the asset purchase.

D-Vasive is in the business of development and marketing of certain privacy and anti-spy applications (the "Business"). Pursuant to the terms of the APA, the Company has agreed to purchase assets ("Purchased Assets") integral to D-Vasive's Business, including but not limited to applications for use on mobile devices, intellectual property, customer lists, databases, sales pipelines, proposals and project files, licenses and permits. Among the Purchased Assets is the D-Vasive app which is designed for protection from invasive apps that seek access to personal contacts, cameras and other information on smart phones, tablets and other mobile devices.

Upon the closing of the transaction contemplated in the APA, the Company will acquire the Purchased Assets in consideration of (i) \$250,000 (the "Closing Cash"), (ii) 4,760,000 unregistered shares of Common Stock of the Company (the "Escrow Shares") to be held in escrow for six months pending satisfaction of the representation and warranties in the APA] and (iii) 19,040,000 unregistered shares of Common Stock of the Company (the "Closing Shares" together with Escrow Shares as "Purchase Price Shares"). The Closing Cash, the Escrow Cash and Closing Shares are collectively referred to as the "Purchase Price".

The APA includes customary representation and warranties of the parties as well as termination and closing conditions. The closing of the transaction contemplated in the APA is contingent on satisfaction or waiver of the closing conditions set therein including the approval of the Company's shareholders. The Company also agreed as part of the closing conditions to enter into certain consulting agreement with Future Tense Secure Systems, Inc, certain employment agreement with key management of D-Vasive and an employment agreement with John McAfee pursuant to which Mr. McAfee will join the Company as Executive Chairman of the Board of

Directors and Chief Executive Officer of the Company at the closing of the transaction contemplated in the APA. There can be no assurance that the conditions to closing the transactions described herein can be obtained nor that the transaction will be approved by shareholders of the Company.

The foregoing descriptions of the Exchange Agreement does not purport to be complete and is qualified in its entirety by reference to the full text of the Exchange Agreement, which are filed as Exhibit 10.1 to this Current Report on Form 8-K and is incorporated herein by reference.

Item 7.01 Regulation FD Disclosure

On May 9, 2016, the Company issued a Press Release. A copy of the Press Release is attached as Exhibit 99.1 hereto.

The information in this Current Report on Form 8-K furnished pursuant to Item 7.01 shall not be deemed "filed" for the purposes of Section 18 of the Exchange Act, or otherwise subject to the liabilities of that Section. This information shall not be incorporated by reference into any registration statement pursuant to the Securities Act. The furnishing of the information in this Current Report on Form 8-K is not intended to, and does not, constitute a representation that such furnishing is required by Regulation FD or that the information contained in this Current Report on Form 8-K constitutes material investor information that is not otherwise publicly available.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit</u>	<u>Description</u>
10.1	Asset Purchase Agreement dated May 9, 2016
10.2	Form of Employment Agreement
10.3	Form of Consulting Agreement with Future Tense Secure System, Inc.
99.1	Press Release dated May 9, 2016

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

MGT CAPITAL INVESTMENTS, INC.

Date: May 9, 2016

By: /s/ Robert B. Ladd

Name: Robert B. Ladd

Title: President and Chief Executive Officer